

Governance Committee (GC) Minutes 1.11.23 5-7pm on ZOOM

Present:

John Bogasky
Kim Coates-Schofield
Sari Hornstein
Molly Myers
Heller An Shapiro
Jonathan Tepper

1. Committee designated without exception a chairperson.
2. The Governance Committee discussed charter. Offers the following formulation to the Board:

Governance Committee:

The purpose of the Governance & Nominating Committee is to exercise general oversight with respect to the governance of the Board of Directors. The committee shall recruit, review qualifications, and recommend proposed nominees for election to the Board. The committee will also orient and engage new Board members to participate on committees and/or join a Task Force. The committee will also oversee compliance with all Federal, State and Local non-profit requirements, including any accreditation requirements.

3. Discussed Basic Guidelines for Governance (see Standards of Excellence, pp. 18-20) and addressed some of the following:

Governance Committee

- a. oversees operations of the Board
 - Is ArtStream in non-profit compliance with 3rd parties?
 - Oversees communication from Executive Director/auditor/and others to the Board
- b. reviews nominations and presents these individuals to the Board
- c. builds capacity, ensures accountability, creates sustainability for ArtStream
- d. develops criteria for Board self-assessment - probably once every 2 years, because we are a small Board
 - How well does the Board operate?
 - Are there opportunities for improvement?
 - Is the Board well-informed?
- e. creates Task Forces when needed
 - Task Forces are time limited, in contrast with Board committees, which are on-going
- f. discussed **Conflict of Interest Policy – done**
 - for those who are on other Boards for Art and Disability organizations - Board members should disclose if there are conflicts of interest and recuse themselves, if so.
- g. discussed the **Gift Policy – done**
- h. discussed the **Fundraising Policy – done**

i. clarified the **Teaching Artist Liaison** role and responsibilities — **drafted; subject to Governance committee review and vote**

j. develops **Leadership Transition Plan 1**

Respectfully submitted,
Sari Hornstein
1.29.23

ArtStream Article VII - The Board of Directors may create such committees with such powers as it deems necessary. The Chair shall appoint persons to chair and serve on those committees, including persons who are not Directors of ArtStream. All such appointments must be approved by the Board wither prior to the appointment or ratified at the next Board meeting.

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ArtStream, Inc.

Gift Acceptance Policy

ArtStream's revenue comes from individual donors, Foundation and government grants, corporate donations, and earned revenue (ticket sales, tuition, and fees). ArtStream accepts philanthropic support to fulfill our mission and better serve ArtStream participants.

This gift acceptance policy is designed to ensure transparency, respect donors' wishes and grantor policies, and recognize the valuable role donors play at ArtStream.

These conditions apply to all gifts:

- ArtStream, Inc. is a 501(c)(3) tax-exempt organization, and all contributions are tax deductible to the fullest extent of the law.
- ArtStream maintains artistic control over all its programs. Donors do not direct programming decisions, nor do their organizations, initiatives, or ideas receive preferential treatment. ArtStream may produce content with which donors disagree or that includes criticism of their organizations.
- Donors will not review programs, scripts, or curricula before they are made publicly available.
- Donors will not receive advanced placement ahead of other participants in ArtStream programs.
- ArtStream does not accept gifts from political parties, candidates, or nonprofit organizations closely aligned with them.
- Accepting a gift is not a sign that ArtStream endorses a donor, organization, or viewpoint.
- No portion of any donation shall be used to conduct any attempt to influence the outcome of a specific public election, or to carry on any voter registration drive.
- ArtStream reserves the right to reject any gift from a Foundation, Corporation or individual who demonstrates disrespect for people with disabilities.
- ArtStream reserves the right to reject any gift that we determine would compromise our artistic integrity or harm our financial sustainability.
- ArtStream respects donor preferences regarding how their personal information is used and how their gift is recognized (including anonymity).
- ArtStream will not sell, rent, or exchange donor mailing lists.
- All gifts must be approved by ArtStream's Executive Director. Members of the Board of Directors will serve as an ad hoc grant-acceptance committee to also contribute to those decisions.

Grants

- Grants shall be used solely for the purpose indicated in grant proposals and grant awards.
- No portion of any grant will be used to carry on any lobbying activity or other attempt to influence legislation, to conduct any attempt to influence the outcome of a specific public election, or to carry on any voter registration drive.
- The amount of any grant funds expended for an impermissible purpose shall be repaid to the grantor.
- No goods or services will be provided in exchange for grant funds.

The Types of Funding We Accept

ArtStream generally accepts financial support in the form of grants, cash, stock, or in-kind gifts from individuals, foundations, government and corporate donors for the following:

General operating support

Donations to cover operating expenses may be applied to facilities, staff salaries, technology, or any other new or ongoing need of the organization.

Specific areas of operation

ArtStream accepts gifts to support specific operations such as the website, database, occupancy, staffing, etc. Donors will not have influence over the priorities of these operations or the employment or activities of specific staff members.

Specific projects

ArtStream accepts gifts supporting long-term projects, including the Inclusive Theatre Companies, Cabaret, classes, or workshops, or specific one-time projects.

Procedures

- To protect artistic independence, donors and grant makers should address questions or concerns about gifts to the Executive Director. All staff are instructed to direct gift inquiries to the Executive Director.
- ArtStream reserves the right to reject any gift that would compromise ArtStream's artistic integrity or harm its financial sustainability. Any rejection of a gift must be presented to the Executive Committee for discussion and approval.

Transparency

ArtStream is dedicated to transparency in regard to philanthropic support. We disclose our relationships with donors in the following ways:

- The names of all donors and their gift amount from the previous Fiscal year will be listed in print in the Annual Impact Report.
- Donors to specific programs (Gala, Inclusive Theatre Companies, Cabaret) will be listed in the program and publicity materials related to that project, on the ArtStream website, and in ArtStream general brochures. Donors have the right to request anonymity.

Updates to this policy

This gift-acceptance policy will be reviewed at least once every three (3) years by the Governance Committee of the Board unless otherwise warranted. Updates will be posted online and made available to donors.

Rights of donors

ArtStream is guided by the following **Donor Bill of Rights**:

PHILANTHROPY is based on voluntary action for the common good. It is a tradition of giving and sharing that is primary to the quality of life. To assure that philanthropy merits the respect and trust of the general public, and that donors and prospective donors can have full confidence in the not-for-profit organizations and causes they are asked to support, we declare that all donors have these rights:

- 1.** To be informed of the organization's mission, of the way the organization intends to use donated resources, and of its capacity to use donations effectively for their intended purposes.
- 2.** To be informed of the identity of those serving on the organization's governing board, and to expect the board to exercise prudent judgment in its stewardship responsibilities.
- 3.** To have access to the organization's most recent financial statements.
- 4.** To be assured their gifts will be used for the purposes for which they were given.
- 5.** To receive appropriate acknowledgement and recognition.

6. To be assured that information about their donations is handled with respect and with confidentiality to the extent provided by law.
7. To expect that all relationships with individuals representing organizations of interest to the donor will be professional in nature.
8. To be informed whether those seeking donations are volunteers, employees of the organization or hired solicitors.
9. To have the opportunity for their names to be deleted from mailing lists that an organization may intend to share.
10. To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

DEVELOPED BY

American Association of Fundraising Counsel (AAFRC)
~~Association for Healthcare Philanthropy (AHP) Council for Advancement and Support of Education
(CASE) Association of Fundraising Professionals (AFP)~~

ENDORSED BY

(In Formation) Independent Sector
National Catholic Development Conference (NCDC) National Committee on Planned Giving (NCPG)
National Council for Resource Development (NCRD) United Way of America
CFRE International

ArtStream, Inc.
Conflict of Interest Form
FY23 Certification

Name: _____

Date: _____

Office or Position: _____

Please include in your answers any activity during the previous 12 months. In responding to these questions, please note that a “yes” answer does not imply that the relationship or transaction was inappropriate.

Entities Doing Business with ArtStream

1. Are or were you, or any member of your immediate family or household (your parents and their spouses; your children, grandchildren, and their spouses; your spouse and his/her parents; your siblings, your spouse's siblings, and their spouses; and any individual living in your home), an officer, director, general partner, agent, or employee of any entity doing business with ArtStream?

_____ yes _____ no

If the answer is “yes”, please list the names of such entities, the position held, and the approximate dollar amount of business involved with ArtStream last year.

2. Do or did you, or does or did any member of your family, have a financial interest in, or receive any remuneration or income from, any entity doing business with ArtStream?

_____ yes _____ no

If the answer is “yes”, please list the names of the entities in which such interest is held, the person by whom such interest is held, and the nature and amount of each such financial interest, remuneration or income.

3. Are or were any of your business associates (general partners, principals, and employers) an officer, director, general partner, agent, or employee of any entity doing business with ArtStream?

_____ yes _____ no

If the answer is “yes”, please list the names of such entities, the position held, and the approximate dollar amount of business involved with ArtStream last year.

Entities Related to those Doing Business with ArtStream

4. Do or did you, or any member of your immediate family or household, or any of your business associates, have any interest in any entity which is controlled by or under common control with any other entity doing business with ArtStream?

_____ yes _____ no

If the answer is “yes”, please list the names of such entities, the controlled entity, the interest held, and the approximate dollar amount of business involved with ArtStream last year.

Beneficiaries & Other Fiduciary Duties

5. Are or were you, or any member of your immediate family or household, or any of your business associates, the beneficiary of a trust or estate with an interest in any entity doing business with ArtStream, or which is controlled by or under common control with any such entity?

_____ yes _____ no

If the answer is “yes”, please list the names of such entities, the interest held, and the approximate dollar amount of business involved with ArtStream last year.

6. Do or did you have fiduciary duties with respect to any trust, estate, incompetent person, conservatee (a person, corporation, or organization under conservatorship), or minor with an interest in any entity doing business with ArtStream, or which is controlled by or under common control with any such entity?

_____ yes _____ no

If the answer is “yes”, please list the names of such entities, the fiduciary position held, and the approximate dollar amount of business involved with ArtStream last year.

Gifts & Loans

7. Did you, or any member of your family, or any of your business associates, receive during the past 12 months any gifts or loans from any supplier, vendor or other source from which ArtStream buys goods or services or with which ArtStream has business dealings?

_____ yes _____ no

If the answer is “yes”, please list the gifts or loans according to item, name of supplier, vendor or other source, and approximate value of each item.

Other Affiliations & Interests

8. Please list any other affiliations or interests that may present an apparent, potential, or actual conflict of interest.

9. Please list all other Boards on which you, or any member of your family, or any of your business associates, serve.

I have read, understand, support, and agree to abide by ArtStream’s Conflict of Interest Policy. I do not have any actual, apparent, or potential conflicts of interest which are not listed on this Statement. I understand that it is my responsibility to inform ArtStream in writing of any change in circumstances relating to this Statement. I certify that the foregoing information is true and complete to the best of my knowledge.

I further understand that this Conflict of Interest form must be completed on an annual basis, on or before the beginning of each fiscal year. (Fiscal Year: July 1-June 30)

Signature: _____ Date: _____

Please return to: Executive Director
ArtStream, Inc.
15800 Crabbs Branch Way, #300
Rockville, MD 20855

ArtStream, Inc.

Policy on Conflicts of Interest

The Board of Directors of ArtStream understands the importance of serving ArtStream to the best of their ability and with the highest degree of undivided obedience, loyalty, and care.

Accordingly, the Board has adopted the following policy designed to manage apparent, potential, and actual conflicts between the personal familial, financial, professional, and employment interests of its Directors, Officers, Board committee members, administrative staff people of ArtStream, the members of their immediate families or households (parents and their spouses; children, grandchildren, and their spouses; spouse and his/her parents; siblings, spouse's siblings, and their spouses; and any person living in the individual's home), and their business associates (general partners, principals, and employers) (collectively, "ArtStream personnel"), and the interests of ArtStream.

Conflicts of interest may occur when ArtStream enters into transactions with individuals, nonprofit organizations, or for-profit entities. The purpose of this policy is to ensure that decisions about ArtStream operations and the use or disposition of ArtStream assets are made solely for the benefit of ArtStream and are not influenced by any personal profit or personal benefit to any individuals affiliated with ArtStream who take part in the decision. All ArtStream personnel shall abide by all laws affecting conflict of interests, including but not limited to Sections 6.5-306(2015) of the Maryland State Government Code and Section 4958 of the Internal Revenue Code.

In addition to avoiding actual conflicts of interest, ArtStream personnel are expected to avoid actions that could be perceived or interpreted as in conflict with the interests of ArtStream. Any duality of interest or apparent or potential conflict of interest on the part of any ArtStream personnel shall be disclosed to all of the members of the Board of Directors and be filed in ArtStream's corporate records. In addition to the obligation of all ArtStream personnel to completely disclose all conflicts of interest to the Board of Directors immediately as such conflicts of interest arise, each such person shall be required to complete and file a Statement of Conflict of Interest with ArtStream on an annual basis, on or before the beginning of each fiscal year. Attached hereto and made a part hereof is the form of the Annual Statement of the Conflict of Interest that must be filed.

1. Connection To A Person or Entity Doing Business With ArtStream

No ArtStream personnel having a personal stake in any transaction involving ArtStream shall be permitted to act on behalf of ArtStream regarding the transaction without first obtaining the approval of the Board of Directors through the procedure outlined below.

2. Material Conflict With Duties And Obligations To ArtStream

No ArtStream personnel shall knowingly engage in any activities or transactions in material conflict with their duties and obligations to ArtStream. Whenever any ArtStream personnel

discovers an opportunity for business advantage which is relevant to the activities of ArtStream, the opportunity belongs to ArtStream, and the individual shall present the opportunity to the Board of Directors. Only at such time as the Board votes not to pursue the matter and relinquish such an opportunity may the individual consider pursuing it for personal benefit.

3. Special Favor or Consideration

No ArtStream personnel shall receive special favor or consideration from ArtStream because of that individual's current or former position (for a period of 12 months after leaving any such position) with ArtStream.

No ArtStream personnel shall use their association with ArtStream to obtain special advantage in the conduct of private business.

ArtStream personnel shall not accept or offer favors or gifts from or to anyone who does business with ArtStream, excluding novelty or nominal items under \$50 in value. All gifts must be reported to the ArtStream Executive Director or President of the Board.

4. Public Statements or Positions

While acting as a representative of ArtStream, personnel shall not make any public statement or take any public position that is contrary to the policies, procedures, or interests of ArtStream.

5. Additional Obligations of Directors & Officers

Every Director and Officer shall discharge his/her duties in a manner he/she believes in good faith to be in the best interests of ArtStream and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. Directors and Officers shall be cautious and protective of the assets of ArtStream and ensure that they are used in the pursuit of the mission of ArtStream. Directors and Officers shall read and understand the Articles of Incorporation, Bylaws, corporate policies, and financial statements. Directors and Officers shall fully prepare for and participate in Board and relevant committee meetings. Directors and Officers shall never exercise authority as Directors and Officers except when acting in meetings with the full Board or as delegated by the Board; provided, however, that if a Board member has significant doubts about a course of action of the Board, he/she shall clearly raise the concern with the Executive Director and the Board and, when appropriate, seek independent expert advice.

6. Compensation of Directors & Officers

No Director shall receive compensation for the performance of his/her Board duties, excepting reimbursement for expenses incurred. No Director shall receive, directly or indirectly, any compensation for additional services rendered to ArtStream outside the scope of his/her Board duties, unless authorized by the affirmative vote of two-thirds (2/3) of all remaining uninterested Directors.

7. Service on Boards of Similar Organizations

Any current Director or Officer of ArtStream who wishes to serve or serves as a Director or Officer of any other organization related to art or disability must notify the Board of Directors of those commitments. Any individual being considered for nomination to the ArtStream Board and currently or recently serves/d as a Director or Officer of any other organization related to art or disability may be ineligible to become a Director or Officer of ArtStream for a period of 12 months following the conclusion of his/her service with such an organization. In both situations the matter may be presented to the Board by the Governance Committee for a vote to waive the conflict concerns.

8. Confidentiality

All ArtStream personnel shall keep confidential those ArtStream matters designated confidential by the Board of Directors or the Executive Director. ArtStream personnel are prohibited from disclosing information about ArtStream to those who do not have a need to know or whose interest may be adverse to ArtStream, either inside or outside ArtStream, and are prohibited from using in any way such information for personal advantage to the detriment of ArtStream.

Procedure For Identifying and Handling Conflicts Of Interest

Any ArtStream personnel having a potential, apparent, or actual conflict of interest on any matter shall not vote, shall not participate, directly or indirectly, in deliberations concerning it, shall not use personal influence on the matter, and shall not be counted in determining the quorum for the meeting, even if permitted by law.

Before the Board of Directors makes any decision to enter into a contractual relationship or other agreement with any person or entity with whom any ArtStream personnel has a personal familial, financial, professional, or employment connection, the person having such a connection must make full disclosure of the connection to the Board of Directors.

Any ArtStream personnel having a potential, apparent, or actual conflict of interest shall either (i) voluntarily abstain from and be disqualified from participation in all deliberation and voting on all Board actions relating to the conflict, or (ii) ask the Board to determine whether an apparent or potential conflict is an actual conflict. The majority affirmative vote of the remaining uninterested Directors present and voting shall be required to determine that an actual conflict of interest is present.

Upon each event of an actual conflict of interest, the interested individual shall not participate in the decision-making process (either by discussion or by vote). A determination of further action shall be made by the Board, after consultation with counsel and in accordance with all applicable law. The majority affirmative vote of all remaining uninterested Directors shall be required to approve any transaction in which an actual conflict of interest is present.

These procedures shall not prevent the interested individual from briefly stating his/her position on the matter, nor from answering pertinent questions from Directors, since his/her knowledge could be of assistance to the deliberations.

The minutes of the meeting shall reflect all information relative to the potential, apparent, or actual conflict of interest, including receipt of any information from any ArtStream personnel concerning the conflict of interest, that a disclosure was made, the abstention from voting, how quorum was obtained, the decision(s) of the Board of Directors, and the basis for the Board's decision.

Transactions involving any interested ArtStream personnel shall not be approved unless the following factors are discussed by the Board and both are present in the proposed transaction:

- 1) ArtStream is entering into the transaction for its own benefit.
- 2) The transaction is fair, reasonable and advantageous to ArtStream under the circumstances at the time the ArtStream enters into the transaction.

